

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

LP MATTHEWS, L.L.C.,

Plaintiff,

v.

BATH & BODY WORKS, INC.,
LIMITED BRANDS, INC.,
KAO BRANDS CO. (f/k/a THE ANDREW
JERGENS COMPANY), and
KAO CORPORATION,

Defendants.

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) Civil Action No. 04-1507-SLR
) Jury Trial Demanded

**DEFENDANT BATH & BODY WORKS, INC.'S RESPONSE
TO PLAINTIFF'S AMENDED NOTICE OF DEPOSITION PURSUANT
TO RULE 30(B)(6) OF DEFENDANT BATH & BODY WORKS, INC.**

Pursuant to Rule 30 of the Federal Rules of Civil Procedure ("Fed.R.Civ.P."), Defendant Bath & Body Works, Inc. ("BBW") hereby responds to Plaintiff LP Matthews, L.L.C.'s ("LP Matthews") *Amended Notice of Deposition Pursuant Rule 30(b)(6) of Defendant Bath & Body Works, Inc.*

GENERAL OBJECTIONS AND COMMENTS

A. BBW objects to each topic to the extent that it relates to third party products (i.e., the following accused products: Davies Gate Lavender Oatmeal and Rice Bath, Davies Gate Oat Paste Face Cleanser, Davies Gate White Clover Oatmeal and Rice Bath, Davies Gate Lemon Thyme Oatmeal and Rice Bath, Murad Resurgence Sheer Lustre Day Moisture SPF 15, Murad Resurgence Age-Diffusing Serum, Murad Resurgence Age-Balancing Night Cream, Murad Skin Perfecting Lotion, Murad Acne

Spot Treatment, Burt's Bees Citrus Facial Scrub, and Burt's Bees Orange Essence Facial Cleanser). Since BBW does not design, develop, make, or manufacture third party products (and rather merely sells these products), BBW is not privy to the information requested by the topics in LP Matthews' *Amended Notice of Deposition Pursuant Rule 30(b)(6) of Defendant Bath & Body Works, Inc.* pertaining to third party products. Therefore, BBW does not designate anyone with respect to third party products. As far as BBW's sales of third party products is concerned, topics relating thereto will be addressed in response to LP Matthews' Rule 30(b)(6) deposition notice regarding damages issues.

B. As detailed below, for those accused products and topics for which BBW does designate a witness, BBW designates Mr. Konstantinos Lahanas. As per the parties' agreement, Mr. Lahanas will be made available for up to 17.5 hours (i.e., 7 hours for the first 5 BBW products and 0.5 hours for each of the remaining 21 BBW products). Accordingly, Mr. Lahanas will be made available for only two (2) consecutive days beginning January 18, 2006.

C. BBW objects to each topic in LP Matthews' Rule 30(b)(6) deposition notice to the extent that it encompasses discovery prepared in anticipation of litigation or for trial, or which is otherwise protected by the attorney-client privilege, the attorney work product doctrine, and/or any other applicable privilege or immunity.

D. BBW objects to each topic to the extent that it encompasses confidential and proprietary information belonging to third parties with whom BBW may have entered into non-disclosure or confidentiality agreements or agreements having non-disclosure or confidentiality provisions which prohibit the disclosure by BBW of third parties' confidential and proprietary information or other information which BBW has no

right to disclose. Assuming the requisite consent from any third party can be obtained, BBW will agree to disclose relevant and responsive information, so long as such information does not include legal contentions, beliefs, assertions or other confidential information, or information protected by the attorney-client privilege, the work-product immunity, or any other applicable privilege.

E. BBW objects to each instruction, definition, or topic that purports to impose any requirement or discovery obligation greater than or different from those under the Federal Rules of Civil Procedure and the applicable local rules of the District of Delaware and thus does not consider itself bound by any such instructions or definitions.

F. BBW objects to each topic to the extent that such topic seeks information about BBW's proprietary development activities for products and features not yet manufactured or available to the public. The probative value, if any, of such highly confidential information is substantially outweighed by the prejudice that BBW would suffer if the information were disclosed or made available to BBW's competitors or third parties seeking to enter into manufacturing or other agreements with BBW.

G. BBW objects to each topic to the extent that such topic seeks proprietary information or trade secrets of BBW, except insofar as such discovery is in accordance with a protective order entered in this case.

H. BBW objects to each topic to the extent that such topic seeks BBW's legal contentions. Such contentions, and the bases for those contentions, are best discovered through contention interrogatories, which have been served by LP Matthews and responded to in this case.

I. BBW objects to each topic to the extent that such topic seeks expert discovery and testing and should be addressed to BBW's experts in accordance with the Court's Scheduling Order.

J. BBW objects to each topic to the extent that such topic seeks discovery that is unreasonably cumulative or duplicative or is obtainable from some other source that is more convenient, less burdensome, or less expensive.

K. BBW incorporates every general objection set forth above into each response set forth below. A response may repeat a general objection for emphasis or for some other reason. The failure to include any general objection or any specific objection does not waive any general objection to that request. Moreover, BBW reserves the right to amend and/or supplement these objections.

SPECIFIC OBJECTIONS AND DESIGNATIONS

1. Konstantinos Lahanas.
2. Konstantinos Lahanas.
3. Konstantinos Lahanas.
4. Konstantinos Lahanas to the extent that this topic relates to the identity of documents within the possession, custody, and/or control of BBW. Otherwise, BBW objects to this topic as directed to expert discovery, and therefore, BBW does not designate any witness.
5. Konstantinos Lahanas to the extent that this topic relates to technological issues. Otherwise, BBW objects to this topic as directed to expert discovery, and therefore, BBW does not designate any witness.
6. Konstantinos Lahanas to the extent that this topic relates to the identity of documents within the possession, custody, and/or control of BBW. Otherwise, BBW objects to this topic as directed to expert discovery, and therefore, BBW does not designate any witness.
7. Konstantinos Lahanas to the extent that this topic relates to technological issues. Otherwise, BBW objects to this topic as directed to expert discovery, and therefore, BBW does not designate any witness.
8. Konstantinos Lahanas to the extent that this topic relates to technological issues. Otherwise, BBW objects to this topic as

- directed to expert discovery, and therefore, BBW does not designate any witness.
9. None. BBW objects to this topic as duplicative of topic no. 4.
10. Konstantinos Lahanas to the extent that this topic relates to technological issues. Otherwise, BBW objects to this topic as directed to expert discovery, and therefore, BBW does not designate any witness.
11. Konstantinos Lahanas to the extent that this topic relates to the identity of documents within the possession, custody, and/or control of BBW. Otherwise, BBW objects to this topic as directed to expert discovery, and therefore, BBW does not designate any witness.
12. Konstantinos Lahanas.
13. Konstantinos Lahanas.
14. Konstantinos Lahanas.
15. Konstantinos Lahanas.
16. Konstantinos Lahanas.
17. Konstantinos Lahanas to the extent that this topic relates to the identity of documents within the possession, custody, and/or control of BBW. Otherwise, BBW objects to this topic as directed to expert discovery, and therefore, BBW does not designate any witness.
18. Konstantinos Lahanas to the extent that this topic relates to the identity of documents within the possession, custody, and/or control of BBW. Otherwise, BBW objects to this topic as directed to expert discovery, and therefore, BBW does not designate any witness.
19. Konstantinos Lahanas to the extent that this topic relates to technological issues. Otherwise, BBW objects to this topic as directed to expert discovery, and therefore, BBW does not designate any witness.
20. Konstantinos Lahanas to the extent that this topic relates to the identity of documents within the possession, custody, and/or control of BBW. Otherwise, BBW objects to this topic as directed to expert discovery, and therefore, BBW does not designate any witness.
21. None.
22. None.
23. Konstantinos Lahanas to the extent that this topic relates to the identity of documents within the possession, custody, and/or control of BBW. Otherwise, BBW objects to this topic as directed to expert discovery, and therefore, BBW does not designate any witness.
24. Konstantinos Lahanas to the extent that this topic relates to technological issues. Otherwise, BBW objects to this topic as directed to expert discovery, and therefore, BBW does not designate any witness.

25. Konstantinos Lahanas to the extent that this topic relates to the identity of documents within the possession, custody, and/or control of BBW. Otherwise, BBW objects to this topic as directed to expert discovery, and therefore, BBW does not designate any witness.
26. Konstantinos Lahanas.
27. Konstantinos Lahanas.
28. Konstantinos Lahanas.
29. Konstantinos Lahanas to the extent that this topic relates to the identity of documents within the possession, custody, and/or control of BBW.

Respectfully submitted,

FOX ROTHSCHILD, L.L.P.

Dated: January 13, 2006

By: /s/ Francis G.X. Pileggi

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Attorneys for Defendants

Bath and Body Works, Inc.

Limited Brands, Inc.

CERTIFICATE OF SERVICE

I hereby certify that on January 13, 2006, I caused to be served a copy of Defendant Bath & Body Works, Inc.'s Response to Plaintiff's Amended Notice of Deposition Pursuant to Rule 30(b)(6) of Defendant Bath & Body Works, Inc. upon the following in the manner indicated:

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I hereby certify that on January 16, 2006, I electronically filed Defendant Bath & Body Works, Inc.'s Response to Plaintiff's Amended Notice of Deposition Pursuant to

Rule 30(b)(6) of Defendant Bath & Body Works, Inc. with the Clerk of Court using CM/ECF which will send notification of such filing(s) to the following:

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